

**EXHIBIT D-2**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:

LEHMAN BROTHERS  
HOLDINGS INC., et al.,

Debtors

Case No. 08-13555

Chapter 11

Jointly Administered

**NOTICE OF PARTIAL TRANSFER OF  
CLAIM PURSUANT TO RULE 3001(e)**

PLEASE TAKE NOTICE that **\$65,000,000.00** of the claim set forth below (the "Transferred Claim"), of QUANTUM PARTNERS LP ("Assignor") filed as an original or amended Proof of Claim against the Debtor(s):

Debtor	Allowed Proof of Claim Amount	Proof of Claim No.
LEHMAN BROTHERS SPECIAL FINANCING INC.	\$1,125,806,565.00	18076

has been transferred and assigned to QPTF LLC ("Assignee"). The signature of Assignor on this document is evidence of the transfer of \$65,000,000.00 of the claim and all rights thereto.

Assignor hereby waives any notice or hearing requirements imposed by Rule 3001 of the Bankruptcy Rules, and stipulates that an order may be entered recognizing this Assignment as an unconditional assignment and the Assignee herein as the valid owner of the Transferred Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect of the Transferred Claim to the Assignee.

**ASSIGNEE: QPTF LLC**

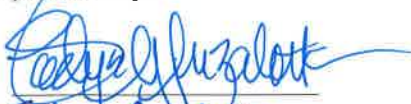
Address: c/o Soros Fund Management LLC  
888 Seventh Avenue  
New York, NY 10106  
Attention: Suzanne Auerbach –  
Compliance Dept.

Signature:

Name:

Title:

Date:

  
Jodye Aronowitz  
Authorized Signatory

**ASSIGNOR: QUANTUM PARTNERS LP**


Address: c/o Soros Fund Management LLC  
888 Seventh Avenue  
New York, NY 10106  
Attention: Suzanne Auerbach –  
Compliance Dept.

Signature:

Name:

Title:

Date:

  
Thomas O'Grady  
Attorney-in-Fact of QP GP LLC, the General  
Partner of  
Quantum Partners LP